

CONTENTS

- Articles of Organization, including amendment thereto.
- Bylaws – unable to locate at this time but will provide shortly.

2008 NOV 26 AM 10:36
CRM/CES/REGISTRATION UNIT

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL J. CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

ARTICLE I

The name of the corporation is:

Rasky & Company, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To provide public affairs consulting and services; to engage generally in any business which may lawfully be carried on by a corporation formed under Chapter 156B of the General Laws of Massachusetts.

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CRM/CES/REGISTRATION UNIT

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Examiner

Name
Approved

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R.A.

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☐

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/4 x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

ARTICLE III

The type and classes of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

WITHOUT PAR VALUE STOCKS

TYPE	NUMBER OF SHARES
COMMON:	
PREFERRED:	

WITH PAR VALUE STOCKS

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON:	1000	\$1.00
PREFERRED:		

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established with any class.

N/A

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

N/A

ARTICLE VI

Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders: (if there are no provisions state "None".)

See Continuation Sheet 6A.

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

Continuation Sheet 6A

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

(a) Meetings of the stockholders may be held anywhere within the United States.

(b) No contract or other transaction of this corporation with any other person, corporation, association, or partnership shall be affected or invalidated by the fact that (i) this corporation is a stockholder in such other corporation, association or partnership, or (ii) any one or more of the officers or directors of this corporation is an officer, director or partner of such other corporation, association or partnership, or (iii) any officer or director of this corporation, individually or jointly with others, is a party to or is interested in such contract or transaction. Any director of this corporation may be counted in determining the existence of a quorum at any meeting of the board of directors for the purpose of authorizing or ratifying any such contract or transaction, and may vote thereon, with like force and effect as if he were not so interested or were not an officer, director or partner of such other corporation, association or partnership.

(c) The corporation may be a partner in any business enterprise which it would have power to conduct itself.

(d) The by-laws may provide that the directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law, these articles of organization or the by-laws requires action by the stockholders.

(e) No director shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a direct notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of a director (i) for breach of the director's duty of loyalty to the corporation or its stockholders (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

The information contained in ARTICLE VIII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VIII

a. The post office address of the corporation IN MASSACHUSETTS is:

188 I St., South Boston, MA 02127

b. The name, residence and post office address (if different) of the directors and officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
------	-----------	---------------------

President:	Lawrence B. Rasky, 180 I Street, South Boston, MA	02127
------------	---	-------

Treasurer:	Carolyn E. Rasky, 188 I Street, South Boston, MA	02127
------------	--	-------

Clerk:	Lawrence B. Rasky, 188 I Street, South Boston, MA	02127
--------	---	-------

Directors:	Lawrence B. Rasky, 188 I Street, South Boston, MA	02127
	Carolyn E. Rasky, 188 I Street, South Boston, MA	02127

c. The fiscal year of the corporation shall end on the last day of the month of:

December

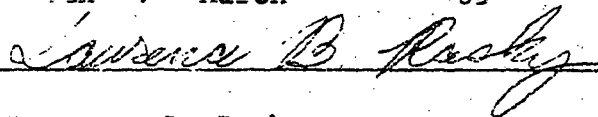
d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:

N/A

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 8th day of March 1999



Lawrence B. Rasky

188 I Street, South Boston, MA 02127

NOTE: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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THE COMMONWEALTH OF MASSACHUSETTS

P 2

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 200 having been paid, said articles are deemed to have been filed with me this 8th day of March 19 89

Effective date

Michael J. Connolly
MICHAEL J. CONNOLLY
Secretary of State

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$150 General Laws, Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT

Alexander T. Bok, Esq.

Dangel & Sherry, P.C.

265 Franklin Street, Boston, MA 02110

Telephones (617) 737-1100

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

Name
Approved

I, Lawrence B. Rasky, ~~XXXXXX~~ *President / ~~XXXXXXXXXX~~

and _____, *Clerk ~~XXXXXXXXXX~~

of Rasky & Company, Inc.
(Exact name of corporation)

located at One Beacon Street, Boston, MA 02108
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

One

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on December 31, 97, 19____, by vote of:

1,000 shares of _____ of 1,000 shares outstanding.
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding, and
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding.
(type, class & series, if any)

being at least a majority of each type, class or series outstanding and entitled to vote thereon; / ~~or being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby.~~

*Delete the inapplicable words. **Delete the inapplicable clause

¹ For amendments adopted pursuant to Chapter 156B, Section 70

² For amendments adopted pursuant to Chapter 156B, Section 71

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

To change the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

The name of the corporation is changed to: The Rasky/Baerlein Group, Inc.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 12th day of January, 19 98.

James P. Rasky _____ *President / ~~XXXXXXXXXX~~

James P. Rasky _____ *Clerk / ~~XXXXXXXXXX~~

*Delete the inapplicable words.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

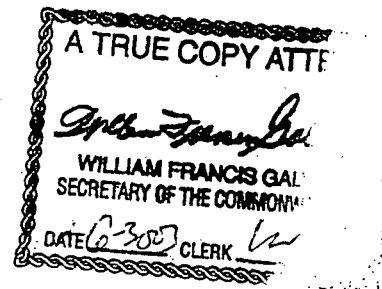
I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 100 having been paid, said articles are deemed to have been filed with me this 16th day of January 19 98.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

RECEIVED
90 JAN 15 PM 4:46
SECRETARY OF
THE COMMONWEALTH



TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Alexander T. Bok, Esq.

Dangel, Donlan & Fine, LLP
10 Deane Street, PO Box 9505
Boston, MA 02114-9505

Examiner

Name
Approved

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

024

We, Alexander T. Bok, ~~President~~ *Vice President,
and Alexander T. Bok, *Clerk ~~Assistant Clerk~~
of The Rasky/Baerlein Group, Inc.
(Exact name of corporation)
located at 70 Franklin Street, 3rd Floor, Boston, MA 02110
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

- 3 -
(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on December 26, 2002, by vote of

1,000 shares of COMMON of 1,000 shares outstanding,
(type, class & series, if any)

 shares of of shares outstanding, and
(type, class & series, if any)

 shares of of shares outstanding,
(type, class & series, if any)

C ☐
P ☐
M ☐
R.A. ☐

¹being at least a majority of each type, class or series outstanding and entitled to vote thereon / or ²being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:

*Delete the inapplicable words. **Delete the inapplicable clause.

¹ For amendments adopted pursuant to Chapter 156B, Section 70.

² For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	1,000	\$1.00
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	1,530,000	\$0.0013072
Preferred:		Preferred:		

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____.

SIGNED UNDER THE PENALTIES OF PERJURY, this 30th day of June, 2002,

 _____, ~~President~~ / *Vice President,

_____, *Clerk / ~~Assistant Clerk~~

*Delete the inapplicable words.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$4529 having been paid, said articles are deemed to have been filed with me this 31st day of December 20 02.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

SECRETARY OF THE
COMMONWEALTH
02 DEC 31 PM 12:26
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Matthew T. Henshon, Esq.

133 Pearl Street, Suite 300

Boston, MA 02110

Telephone: 617-292-0156

043047697

D
PC

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Amendment

(General Laws, Chapter 156D; Section 10.06; 950 CMR 113.33)

Exact name of corporation: The Rasky/Baerlein Group, Inc.

Registered office address: 70 Franklin Street, 3rd Floor, Boston, MA 02110
(number, street, city or town, state, zip code)

These articles of amendment affect article(s): - I -
(specify the number(s) of article(s) being amended (I-VI))

Adopted and approved on: September 10, 2004 by
(month, day, year)

Check the appropriate box below:

- ☐ the incorporators.
- ☐ the board of directors without shareholder approval and shareholder approval was not required.
- ☒ the board of directors and the shareholders in the manner required by law and the articles of organization.

State the article number and the text of the amendment. If the amendment authorizes an exchange, or effects a reclassification or cancellation, of issued shares, state the provisions for implementing the action unless contained in the text of the amendment.

Article I: The name of the Corporation is changed to: Rasky/Baerlein Strategic Communications, Inc.

To change the number of shares and the par value (if any)* of any type, or to designate a class or series, of stock, or change a designation of class or series of stock, which the corporation is authorized to issue, complete the following:

The total presently authorized is:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

Change the total authorized to:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156D, § 1.25 unless these articles specify, in accordance with the vote adopting the amendment a later effective date not more than ninety days after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

Signed by

Lauren Ruz

(Please check appropriate box)

- ☒ Chairman of the Board
☐ President
☐ Other Officer
☐ Court-appointed fiduciary

on this

11th

day of

September

2004

1310

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Amendment
(General Laws, Chapter 156D, Section 10.06)

I hereby certify that upon examination of these Articles of Amendment, it appears that the provisions of the General Laws relative thereto have been complied with, and the filing fee in the amount of \$ 100 having been paid, said articles are deemed to have been filed with me this

24 day of September 20 04 at 352 a.m./p.m.
time

900228

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



Examiner
MA
Name approval

C: _____

M: _____

Filing fee: Minimum filing fee \$100.00 per article amended, stock increases \$100 per 100,000 shares plus \$100 for each additional 100,000 shares or any fraction thereof.

TO BE FILLED IN BY CORPORATION
Contact Information:

Matthew T. Henson, Esq. / Allerton Law Group, P.C.

133 Pearl Street, Suite 300

Boston, MA 02110

Telephone: 617-292-0156

Email: mth@allertongroup.com

A copy of this filing will be available on-line at www.sec.state.ma.us/cor once the document is filed.

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SECRETARY OF STATE
SEP 26 PM 3:52
LICENSING DIVISION